

RECORDATION NO. 20627-13 FILED

JAN 24 '08 -8 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 24, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Lease Termination, dated January 22, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the documents previously filed with the Board under Recordation Number 20627.

The name and address of the party to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 South Wacker Drive
Chicago, IL 60606

[Lessee: Southdown, Inc.
1200 Smith Street
Houston, TX 77002]

Anne K. Quinlan, Esquire
January 24, 2008
Page Two

A description of the railroad equipment covered by the enclosed document
is:

59 covered hopper railcars within the series SDWX 9701 – SDWX 9791 as
more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Notice of Lease Termination.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

Notice of Lease Termination

RBS Asset Finance, Inc. ("Assignee of The Fifth Third Leasing Company"), as Lessor, 71 South Wacker Drive, 28th Floor, Chicago, IL 60606, does hereby certify that the Lease Agreement dated as of April 11, 1997 with Southdown, Inc., as Lessee, has been terminated. A Memorandum of the Lease Agreement was filed with the Surface Transportation Board under Recordation Number 20627 and a Memorandum of Assignment was filed under Recordation Number 20627-A. The railroad equipment covered by the aforesaid Lease and Assignment is attached hereto as Exhibit A.

Dated the 22nd day of January, 2008.

RBS ASSET FINANCE, INC.

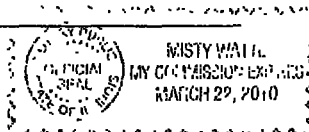
By: [Signature]
Name: _____
Title: _____

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On January 22 2008, before me, personally appeared Tanya Finn, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed hereto and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon behalf of which the person acted, executed the instrument.

Misty Wattle
Notary Public

(Notarial Stamp and Seal)



My commission expires: March 22, 2010

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Manufacturer	Type and Model of Equipment	Number of Units	Cost Per Unit	Total Cost
Thrall Car Manufacturing Company	3250 Cubic Foot, 110 Ton Covered Hopper Cars	59	\$44,950.00	\$2,652,050.00

Serial Numbers:

<u>RUNNING NO./SN</u>	<u>LIGHT WEIGHT</u>	<u>LOAD LIMIT</u>	<u>LOCATION OF EQUIPMENT</u>
SDWX 9701	58800	227200	Ector County: 13 miles west of Odessa, Interstate 20, Exit 104 Odessa, Texas
SDWX 9705	58800	227200	
SDWX 9712	58900	227100	
SDWX 9723	58700	227300	
SDWX 9728	58000	227000	
SDWX 9731	58900	227100	
SDWX 9734	58700	227300	
SDWX 9736	58600	227400	
SDWX 9737	58900	227100	
SDWX 9738	58900	227100	
SDWX 9739	58800	227200	
SDWX 9740	58700	227300	
SDWX 9741	58900	227100	
SDWX 9742	58500	227500	
SDWX 9743	58800	227200	
SDWX 9744	58700	227300	
SDWX 9745	58700	227300	
SDWX 9746	58800	227400	
SDWX 9747	58400	227600	
SDWX 9748	58700	227300	
SDWX 9749	58700	227300	
SDWX 9750	58800	227200	
SDWX 9752	58800	227200	
SDWX 9753	58200	226800	
SDWX 9754	58800	227200	
SDWX 9756	58700	227300	
SDWX 9757	58500	227500	
SDWX 9758	58700	227300	
SDWX 9759	58600	227400	
SDWX 9760	58700	227300	
SDWX 9761	58600	227400	
SDWX 9762	58800	227200	
SDWX 9763	58600	227400	
SDWX 9764	58900	227100	
SDWX 9765	58700	227300	
SDWX 9766	58800	227200	

LESSEE: LCV

LESSOR: [Signature]

DESCRIPTION OF EQUIPMENT

<u>RUNNING NO./SN</u>	<u>LIGHT WEIGHT</u>	<u>LOAD LIMIT</u>	<u>LOCATION OF EQUIPMENT</u>
SDWX 9767	58700	227300	Ector County: 13 miles west of Odessa, Interstate 20, Exit 104 Odessa, Texas
SDWX 9768	58800	227200	
SDWX 9769	58900	227100	
SDWX 9770	58800	227200	
SDWX 9771	58700	227300	
SDWX 9772	58800	227200	
SDWX 9773	58700	227300	
SDWX 9775	58700	227300	
SDWX 9776	58700	227300	
SDWX 9777	58600	227400	
SDWX 9779	58800	227200	
SDWX 9780	58800	227200	
SDWX 9781	58600	227400	
SDWX 9782	58600	227400	
SDWX 9783	58800	227200	
SDWX 9784	58800	227200	
SDWX 9785	58900	227100	
SDWX 9786	58700	227300	
SDWX 9787	58900	227100	
SDWX 9788	58700	227300	
SDWX 9789	58600	227400	
SDWX 9790	58600	227400	
SDWX 9791	58900	227100	

LESSEE:

LCC ✓

LESSOR:

[Signature]

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/24/08



Robert W. Alvord